



MARVEL
COMICS

2099

WORLD OF THE ARROW

FEB '97 6

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SAVAGE SHOWDOWN

PGI
96

MENDOZA
LUGNID

DIRECT EDITION



00611

7 59606 03633 2

\$2.50 US \$3.50 CAN

FIFTEEN
SECONDS
AGO...

... IN THE HEART OF THE
ONCE-PROUD NATION
OF LATVERIA--

... THE UNTHINKABLE
CAME TO PASS.

TREASURE THIS SPECTACLE,
HUMANS-- FOR YOU ARE THE
ONLY THREE OF YOUR KIND
TO BEAR WITNESS--

IT BEGINS...

...TO THE LAST
GASP OF YOUR
CIVILIZATION--

FOR THE REST, THIS
MOMENT WILL ONLY BE
RUMORED OF IN
DYING WHISPERS--

STAN LEE PRESENTS...

WE... WE DIDN'T
STOP IT...

OH, GOD.

--AS DARKNESS FALLS
FOREVER ON THE SCOURGE
OF HUMANITY!

FINAL DECISION

2099TM WORLD OF TOMORROW Vol. 1, No. 8, February, 1997. Published by MARVEL COMICS, David J. Schrenk, President, Stan Lee, Publisher, Sherrel Rhodes, Executive VP, Publishing. OFFICE OF PUBLICATION: 387 PARK AVENUE 50th Fl., NEW YORK, N.Y. 10015. Application to mail at second class postage is pending at New York, N.Y., and at additional mailing offices. Published monthly. Copyright © 1996 Marvel Characters, Inc. All rights reserved. Price \$2.50 per copy in the U.S. and \$3.50 in Canada. Subscription rate for 12 issues: U.S. \$30.00, Foreign \$42.00, and Canadian subscribers must add \$12.00 for postage and GST. GST #R12302852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. 2099 (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO 2099 WORLD OF TOMORROW, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 1079 DANBURY, CT. 06812-1079. TELEPHONE # (203) 743-5331. Printed in the U.S.A.



AS OF THIS MOMENT--
I, MAGUS, DECLARE--

THE EARTH
BELONGS TO THE
PHALANX!!!

THEY HAVE COME FAR TOGETHER,
THESE THREE INTREPID WARRIORS--

MIGUEL O'HARA, THIS
ERA'S GENETICALLY
ENGINEERED SPIDER-MAN--

XINA KWAN, BRILLIANT
SCIENTIST AND EXPERT
ON THE TECHNO-ORGANIC
MAKEUP OF THE ALIEN
INVADERS--

JOE KELLY & BEN RAAB: WRITERS
JASON ARMSTRONG & DAVID BREWER: PENCILERS

ALAN MARTINEZ WITH HACK SHACK STUDIOS,
ROB HUNTER & AL MILGROM: INKERS

UL HIGGINS: LETTERER
BRIAN BUCELLATO: COLORIST

PROF. FELDER: EDITOR
BOB HARRAS: EDITOR IN CHIEF



--AND VICTOR VON DOOM,
THE RUTHLESS MONARCH
WHOSE LAND THIS BATTLE
ROCKS TO THE CORE--

--BUT FOR ALL THEIR
COURAGE AND
ENDURANCE--

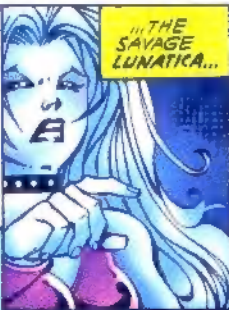
ULTIMATELY... THEY HAVE
FAILED IN THEIR QUEST TO
STOP THE ACTIVATION OF THE
PHALANX WORLD ENGINE.

IT IS UNDOUBTEDLY... THE
BEGINNING OF THE END.

MEANWHILE IN THE
SAVAGE LANDS'
"LAST REFUGE"...



...EXPEDITION LEADER
HODGE...



...THE
SAVAGE
LUNATIKA...



...THE X-MEN'S
BLOODHAWK...



...X-NATION'S
WILLOW...



...AND JADE
RYUTEKI,
TECHNO-DIVA...

...ARE ABOUT TO FACE
THE GREATEST CHALLENGE
OF THEIR LIVES!

Attention--
beings of this
island Earth...

Hegemony over
this planet is no
longer yours,
fleshlings.

Within the
next solar
cycle--

--all organic life
shall cease to
exist--

--and your world
will be ASSIMILATED
into the PHALANX
COLLECTIVE!





"PHALANX"?!?

DON'T TELL
ME WINNY'S IN
LEAGUE WITH THIS
THING?!?! *

STAND DOWN, LUNA--THAT'S
UNCONFIRMED!

A OTHER TEAMMATE REVEALED HIMSELF
AS PHALANX IN VICTORY. -- JAMES

The Winn unit
loyalty serves the collective--

--as shall
you ALL!

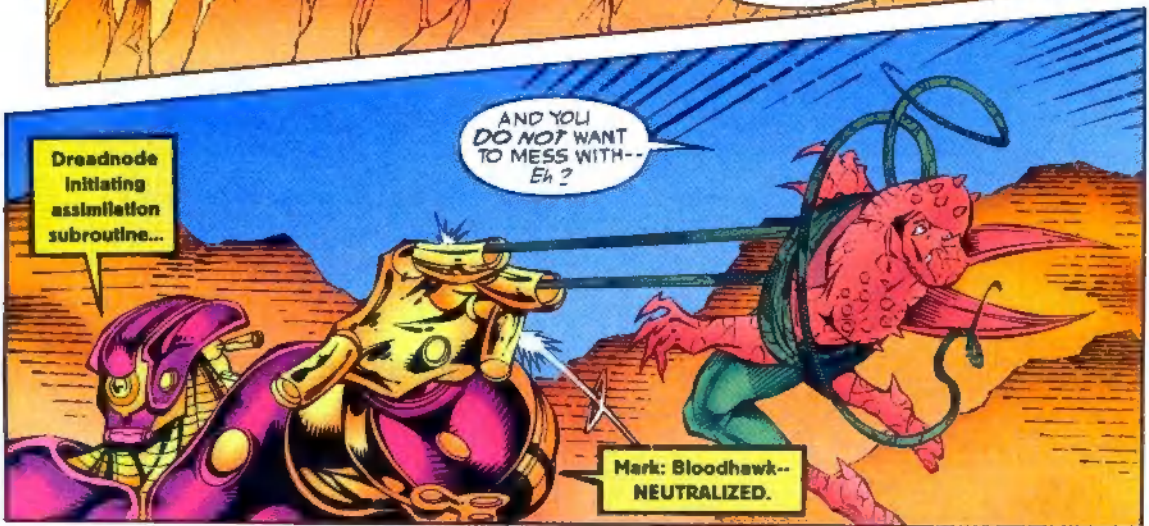
NO!!!

AMONG HIS TEAMMATES--
WHETHER HUMAN OR MUTANT--
BLOODHAWK IS NOT ONLY THE
MOST ENVIRONMENTALLY-
CONSCIOUS...

...BUT HE IS ALSO THE
MOST FEROCIOUS!

IF YOU'RE
GOING TO MESS
WITH THE LAND,
AUTOMATON--

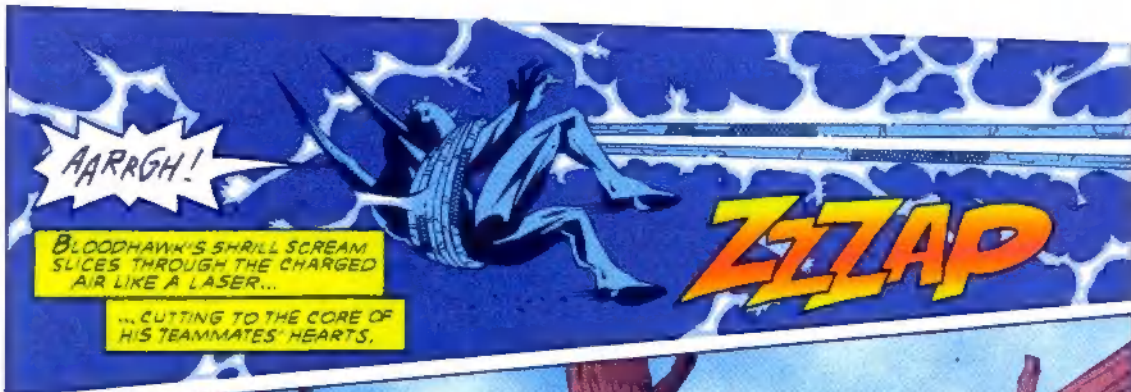
--THEN YOU'RE
GOING TO MESS
WITH ME!

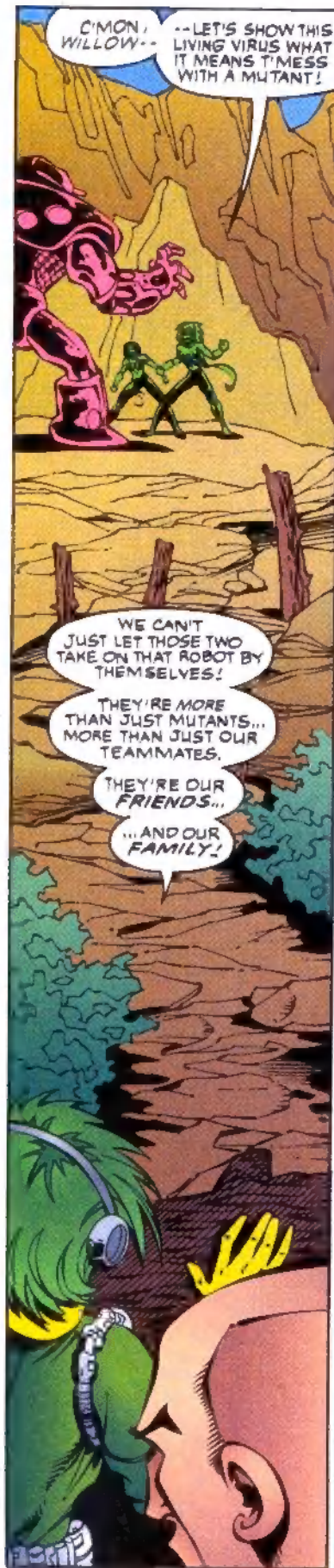


Dreadnode
Initiating
assimilation
subroutine...

AND YOU
DO NOT WANT
TO MESS WITH--
EH?

Mark: Bloodhawk--
NEUTRALIZED.





C'MON, WILLOW--

--LET'S SHOW THIS LIVING VIRUS WHAT IT MEANS T'MESS WITH A MUTANT!

WE CAN'T JUST LET THOSE TWO TAKE ON THAT ROBOT BY THEMSELVES!

THEY'RE MORE THAN JUST MUTANTS... MORE THAN JUST OUR TEAMMATES.

THEY'RE OUR FRIENDS...

...AND OUR FAMILY!



"FAMILY"?

NEVER FORGET US, DREW.

NEVER FORGET WHO-- WHAT-- YOU ARE.

NEVER FORGET YOUR FAMILY...



STOP IT! LEAVE ME ALONE!

I'M NOTHING LIKE YOU! NOTHING AT ALL...



HE SURE IS A BIG ONE, LUNA.

DON'T SWEAT THE TECHNO, GIRLFRIEND.

JUST WHIP UP WITH SOMETHING NASTY T'HELP ME TAKE THIS THING DOWN!



THIS IS GONNA BE DANGEROUS, BUT DESPERATE TIMES--



--CALL FOR DESPERATE MORPHINGS!

ROOOAAAAP!!

KRUNCH

SHRIIP

YOU GO,
GIRL!

JEEZ--I CAN'T
BELIEVE WILLOW
MORPHED BACK
INTO THAT ALIEN
SLEEZOID.

I ONLY HOPE THIS
TRANSFORMATION DOESN'T GET
THE BETTER OF HER.

LAST TIME SHE
ASSUMED THAT FORM,
WILLOW NEARLY TORE
THE TEAM APART!*

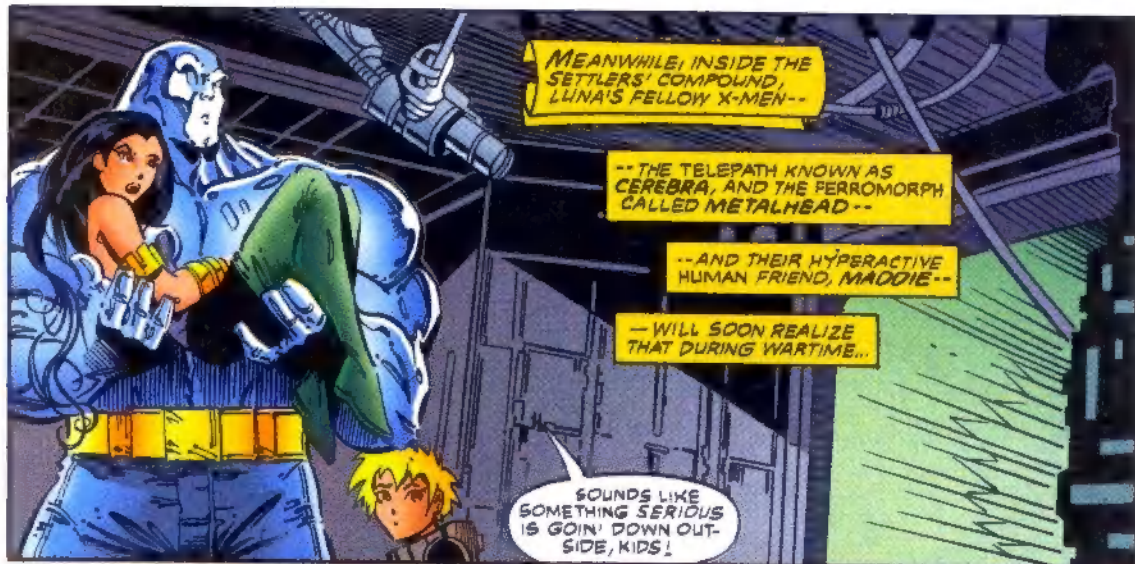
STILL, WITH
BLOODHAWK
TKO'ED--

--WE'RE GONNA NEED
ALL THE MUSCLES
WE'VE GOT TO STOP--
HUH?!

OH, MAN--
THOSE COILS...

...THEY'RE
EXPANDING!!!

* IN WOT #28
--James



MEANWHILE, INSIDE THE
SETTLERS' COMPOUND,
LUNA'S FELLOW X-MEN--

-- THE TELEPATH KNOWN AS
CEREBRA, AND THE FERROMORPH
CALLED METALHEAD --

-- AND THEIR HYPERACTIVE
HUMAN FRIEND, MADDIE --

-- WILL SOON REALIZE
THAT DURING WARTIME...

SOUNDS LIKE
SOMETHING SERIOUS
IS GOIN' DOWN OUT-
SIDE, KIDS!



!!! NEWS TRAVELS FAST! !!!

THERE'S BEEN AN
INVASION!

KICK IT
INTO HYPERDRIVE,
YOU TWO!!

WHO IS IT,
KRYSTALIN? IS IT THE
ATLANTEANS?!?



WORSE...
...ALIENS!



KEWLL!!! LET'S KICK SOME
BUTT--HEY!!!

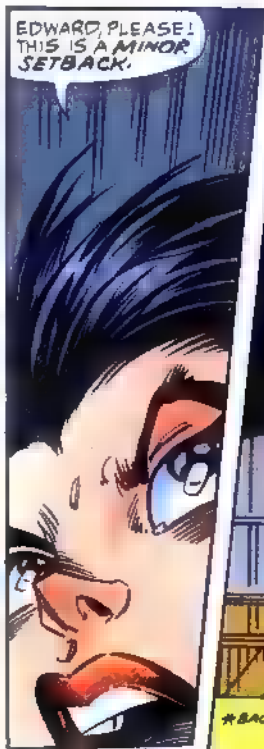
GRAB

NO DICE,
SHORT STUFF!



YOU'RE STAYING
HERE--WHERE IT'S
SAFE.

YOU PROBABLY
SHOULD, TOO,
CEREBRA.



EDWARD, PLEASE!
THIS IS A **MINOR**
SETBACK.



"MINOR SETBACK" ???

WHATEVER THE
CREEPY COMPUTER
DID TO YA, SHAKTI...*

...NOT ONLY IS YOUR
TELEPATHY GONE--

--BUT YOU'VE
LOST CONTROL OVER
YOUR NERVOUS
SYSTEM!

YOU'RE
PARALYZED!

LOOK... WE
HAVE NO IDEA WHAT
WE'RE UP AGAINST--
AND WITHOUT YOUR
POWERS...

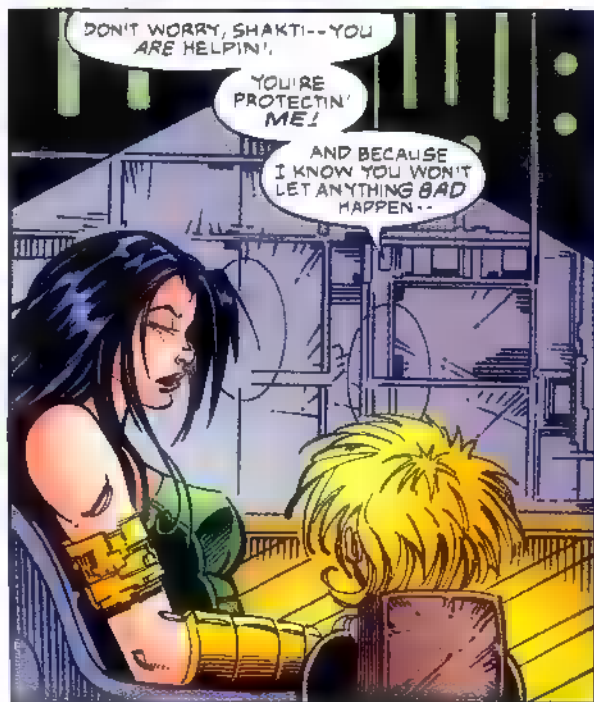
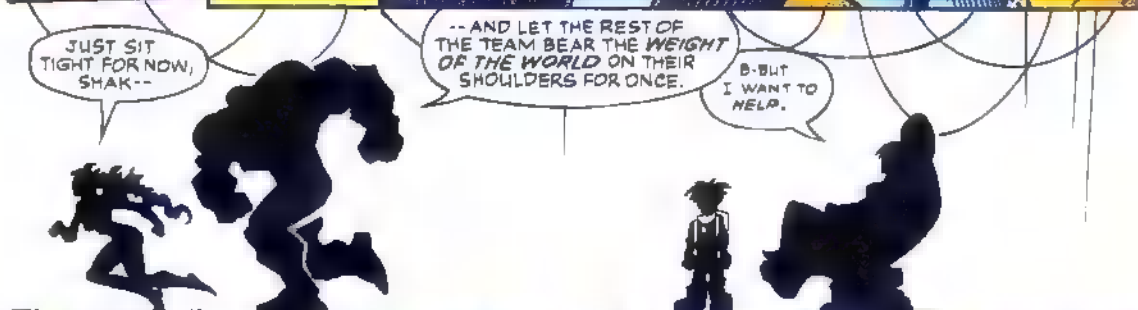
WHAT? I'M
USELESS? IS THAT
WHAT YOU'RE
TRYING TO TELL
ME??

★ BACK IN WOT #3.
--James

JUST SIT
TIGHT FOR NOW,
SHAK--

--AND LET THE REST OF
THE TEAM BEAR THE **WEIGHT**
OF THE WORLD ON THEIR
SHOULDERS FOR ONCE.

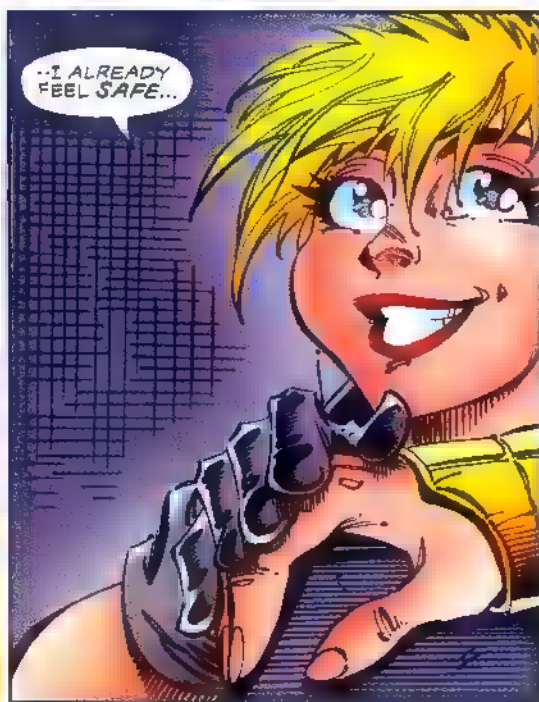
B-BUT
I WANT TO
HELP.



DON'T WORRY, SHAKTI--YOU
ARE HELPIN'.

YOU'RE
PROTECTIN'
ME!

AND BECAUSE
I KNOW YOU WON'T
LET ANYTHING **BAD**
HAPPEN--



--I ALREADY
FEEL **SAFE**...

OUTSIDE.

SCRATCH MY SURFACE AND
CALL ME STRONTIUM--
--BUT SOMEONE
PLEASE TELL ME WHAT
IS THAT?!!?

IT'S SOME KIND OF
LIFEFORM THAT CAN ALTER THE
MOLECULAR STRUCTURE OF ANYTHING
ORGANIC--

--AND TRANSFORM
IT INTO LIFELESS
TECHNO-ORGANICS!

LLAP LLAP

THE deduction is
CORRECT, human!

DEMONSTRATE...

OUCH!
HEY-- WHAT
GIVES??

THOUGH METALHEAD IS
ADAMANTIUM WIDE IS RESILIENT
ENOUGH TO RESIST ALL EARTHLY
FORMS OF WEAR AND TEAR.

ZZZHUNK ZZZHUNK

THERE IS LITTLE IT CAN DO TO
DEFEND AGAINST THE TRANSMODE
VIRUS INFLECTED BY THE
EXTRA-TERRESTRIAL PHALANX.

YEARRRGH!!

EDDIE!!!

AND AS THE
BATTLE
RAGES ON...

...HUMANITY LOOKS ON WITH WIDE
EYES AT THE MUTANT HEROES
RISKING LIFE AND LIMB TO FIGHT
AGAINST IMPOSSIBLE ODDS.

SOME OF THEIR GAZES
ARE FULL OF WONDER...
OTHERS FULL OF WORRY.

BUT AMONG TOO MANY
OF THE ONLOOKERS
BORN HOMO SAPIENS...

... ARE EYES FULL OF WISHPFUL THINKING.

WHAT'S YOUR DAMAGE,
MUTIE?

GET OUT THERE AND PROTECT
THE PLANET ALONGSIDE YOUR
FILTHY GENESCAPE
BROTHERS!

WAIT ■ MINUTE--I
FORGOT-- YOU'RE A
COWARD, AREN'T YOU?

MORPHINE SOMERS IS NO
MORE OF A COWARD THAN YOU,
FLATSCAN!

YOU PITIFUL
GENEJOKES STAND AS
MUCH A CHANCE OF
SURVIVING OUT
THERE--

--AS THIS
STEEL PIPE DOES
OF RESISTING MY
ENTROPIC GRIP.

PRAY THAT THE PHALANX TRIUMPH
TODAY, BECAUSE I PROMISE YOU
THAT IF THEY DON'T--

--I'M GOING
TO PERSONALLY
MAKE YOU WISH
THEY HAD!

FLASH



MEANWHILE...

■ BRAVE, YOUNG
NOSTROMO/PHALANX!

AS YOURS IS THE POWER
AND THE GLORY THAT WILL
ENTRENCH OUR RACE IN THIS
CORNER OF THE UNIVERSE!

AS THE SCOUT, YOUR GENETIC
CODE CONTAINS INFORMATION
PASSED DOWN THROUGH THE
CENTURIES--

--THE VERY COMMANDS
WHICH CURRENTLY
COORDINATE OUR ATTACK
ON THIS BLUE/GREEN ORB!

AS SOON AS THE DREADNODES
ESTABLISH THE PRIMARY
COMM-NET AND TERRAFORM
THE EARTH'S CRUST--

--THE PIONEERS ABOARD THE
PLANETOID WILL COME
EARTHSIDE TO ASSIMILATE ALL
OF THIS PLANET'S RESOURCES

MOST PLENTIFUL OF
WHICH, IF NOT MOST
ENJOYABLE TO CONSUME--

--■ THE WASTED LIFE
FORCE THAT HAS ALLOWED
HUMANITY TO FESTER FOR
EONS UNCHECKED.

YUMMY.



THIS CAN'T BE THE
END! NOT SO LONG
AS SPIDER-MAN
STILL SHOCKIN'
BREATHES!

WATCH
MY BACK,
XINA!

THEY
CAN DO IT...
EVERYONE
ON EARTH...
GONE...

GONE...
AND HE
KNEW
ABOUT
IT.

THANKS
FOR EXPLAINING THE
MASTER PLAN FOR
THOSE WHO WERE
SLEEPING--

--I LOVE IT WHEN
THE BAD GUYS
DO THAT--

--BUT I WAS
WONDERING,
MAGGIE--

--HOW'RE YOU
GONNA MAINTAIN
CONTROL OVER THE
GIANT ERECTOR
SETS--

--WHEN I
STEAL YOUR
BATTERY
BOX?

THWIP

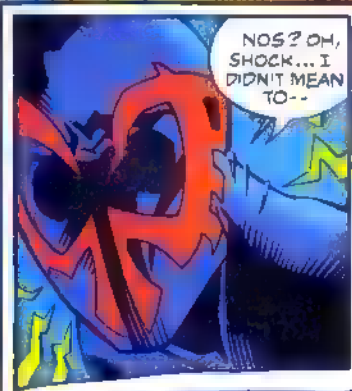
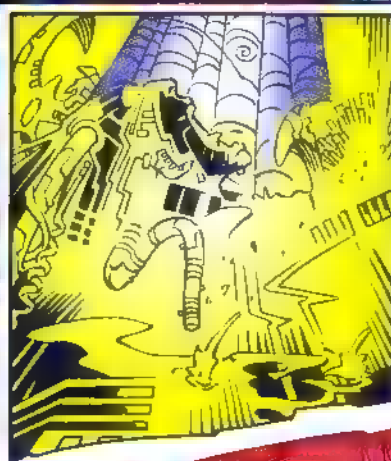
NO! YOU MUST
NOT MOVE THE
SCOUT!!!

THE PHALANX
CAN'T LAY A BEAD ON ME
WHEN I DO THE OLD
SPIDEY-SHUFFLE--

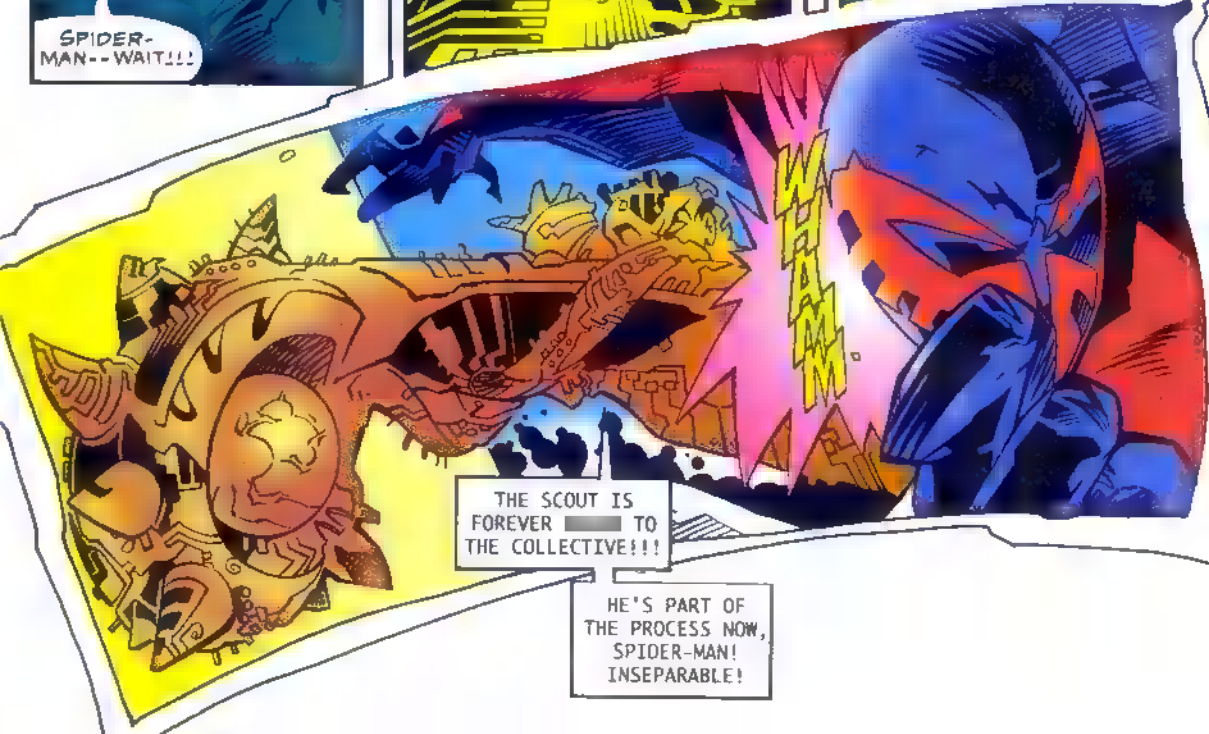
HOLD ON, NOSTROMO!
I'LL HAVE YOU OUT OF
THAT PHALANX THINGA-
MA-JIGGIE IN NO
TIME--



SPIDER-
MAN-- WAIT!!!



NOS? OH,
SHOCK... I
DIDN'T MEAN
TO--

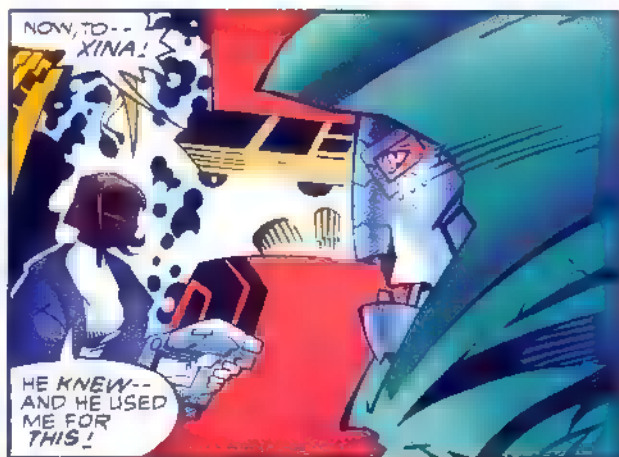


THE SCOUT IS
FOREVER  TO
THE COLLECTIVE!!!

HE'S PART OF
THE PROCESS NOW,
SPIDER-MAN!
INSEPARABLE!

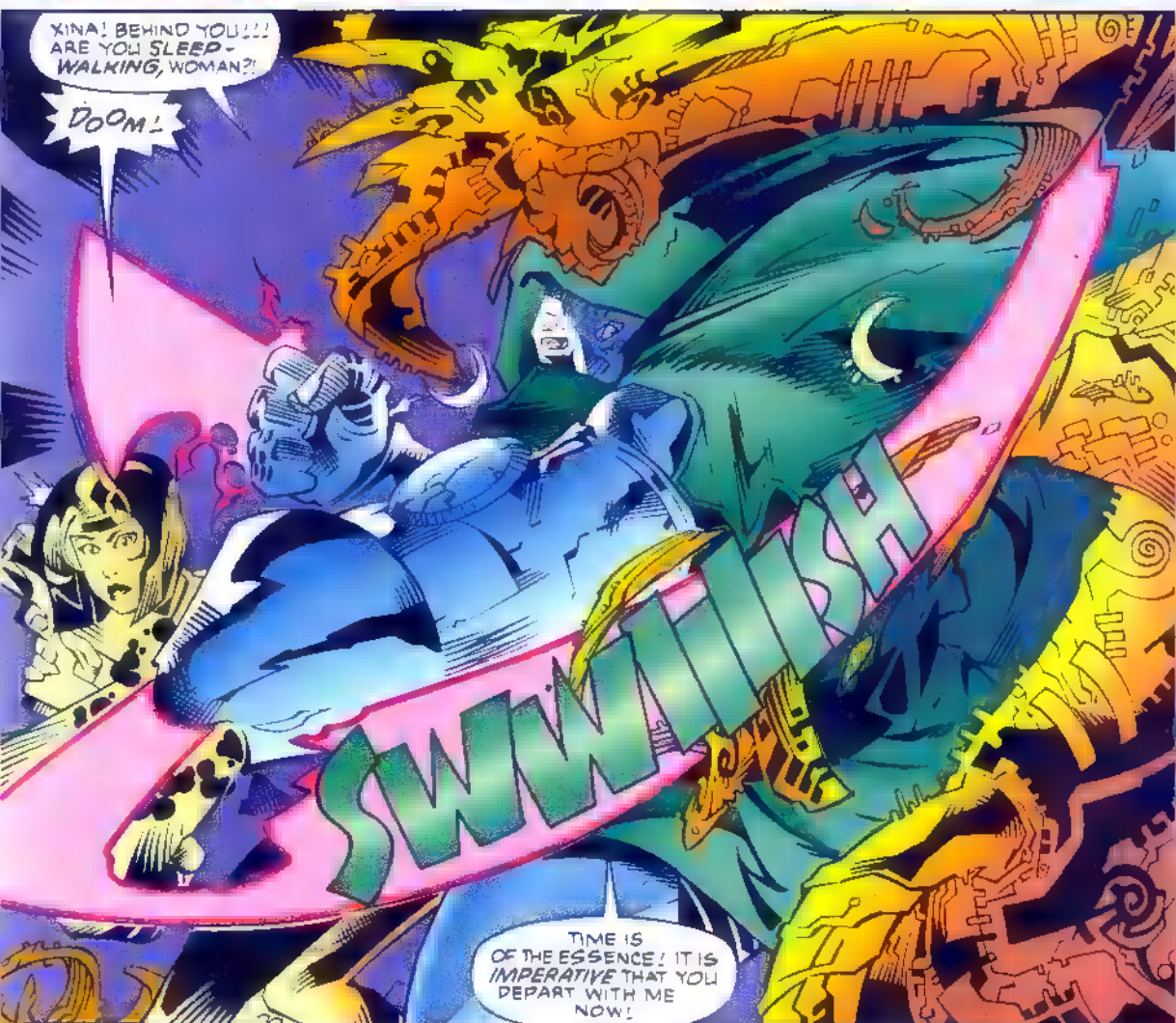


EXCELLENT... SPIDER-MAN
HAS NOT ALTERED MY
PLAN--



NOW, TO--
XINA!

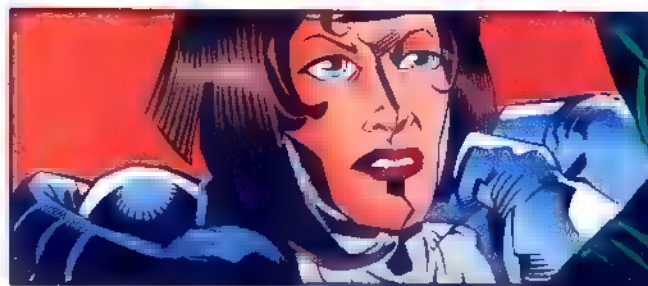
HE KNEW--
AND HE USED
ME FOR
THIS!



XINA! BEHIND YOU!!!
ARE YOU SLEEP-
WALKING, WOMAN?!

DOOM!

TIME IS
OF THE ESSENCE! IT IS
IMPERATIVE THAT YOU
DEPART WITH ME
NOW!



WHAT?!? YOU... YOU BROUGHT THIS ON US...
OPENED THE DOOR FOR THE PHALANX...
USED ME TO HELP YOU--

AND NOW YOU JUST WANT
TO RUN AWAY?!?

NO FLARKING
WAY!!!



YOU CANNOT
TOUCH THE SCOUT,
SPIDER-MAN!

IT'S NOT IN
THE MASTER'S
PLAN--

ALL
RIGHT! I
GET THE
POINT!

SO BITE ON
PLAN B WHILE WE
TAKE A STRATEGIC
TIME-OUT--

XINA!
DOOM! WE'RE
VAPORS!



SOMEONE AS *ASTUTE* AS
YOU MAY NOT COMPREHEND
DOOM'S *MOTIVES*--

-- BUT THERE WILL BE
TIME FOR EXPLANATIONS LATER.



THEY HAVE
DEFIED THE
PROGRAM--
KILL THEM!!



I WILL *NOT* ASK YOU AGAIN.
DOOM DOES NOT *BEG*.

YOU KNOW
WHAT... YOU'RE RIGHT,
I *DON'T* UNDERSTAND
YOU... AND I *DON'T*
CARE TO--



--TRAITOR.



SO BE IT.

WE WILL
MEET AGAIN, YOUNG
ONE--

SUCH IS THE WILL OF
DOOM. AND WHEN THAT
TIME COMES, *PERHAPS...*

...YOU WILL COME
TO UNDERSTAND...AND
FORGIVE.

XINA...
LET'S
JAM!

THERE'S TOO
MANY OF THEM!

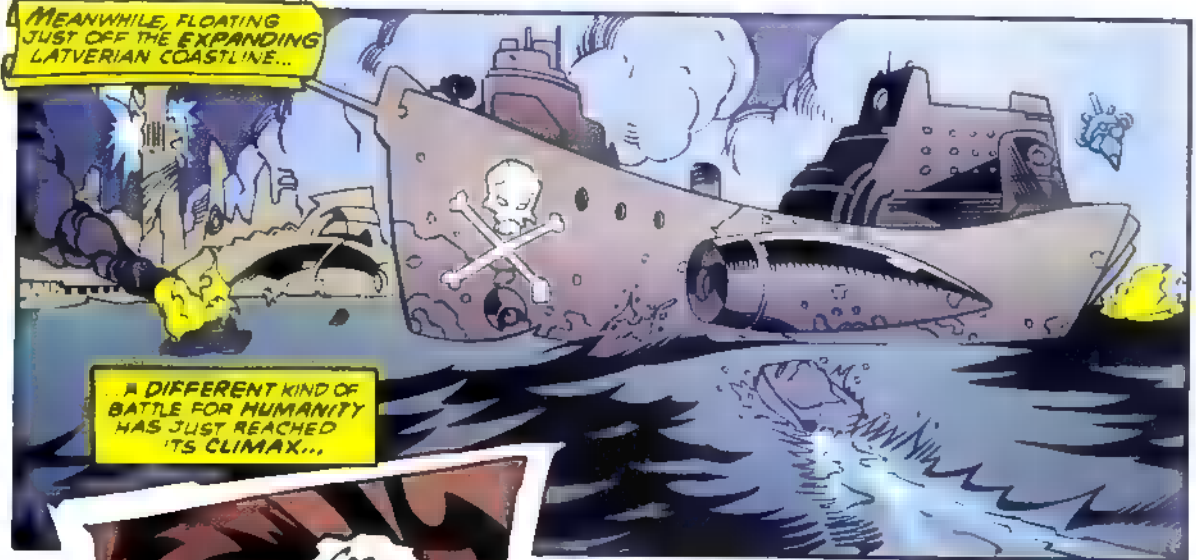
WE NEED TO TAKE A LEAD
FROM *BUCKET HEAD* AND GET
TO HIGHER GROUND TILL WE
CAN SCORE SOME
REINFORCEMENTS.

HANG ON!
THIS IS GONNA
BE *TIGHT!*

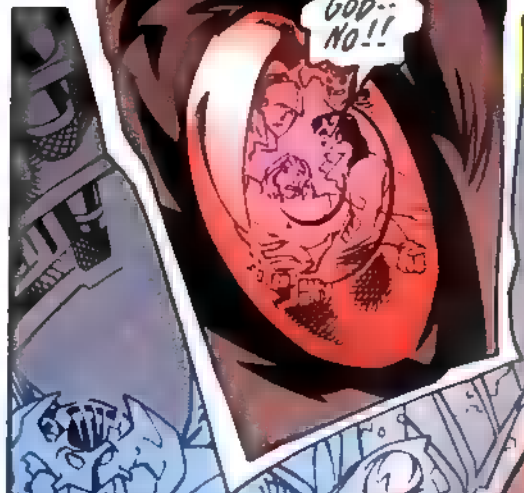
SHOULD
WE PURSUE,
MAGUS?

NO. THEY'LL MAKE ONE LAST
ATTEMPT TO DISRUPT THE
SIGNAL, LET THEM COME TO
US. IT'S OVER. HUMANITY
IS FINISHED.

MEANWHILE, FLOATING
JUST OFF THE EXPANDING
LATVERIAN COASTLINE...

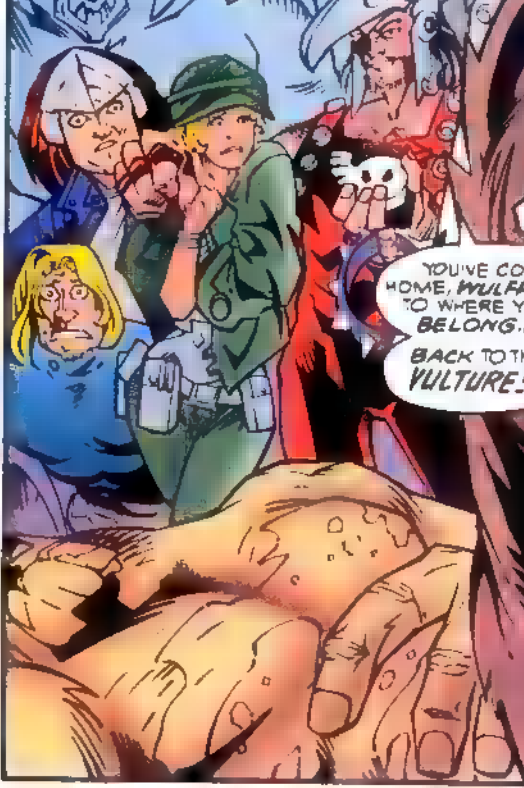


A DIFFERENT KIND OF
BATTLE FOR HUMANITY
HAS JUST REACHED
ITS CLIMAX...



GOD!!
NO!!

A VERY
PERSONAL
BATTLE



RAARRGH!
THE BLOOD!?

WH..RRR..
WHAT HAVE I
DONE?

YOU'VE COME
HOME, WULF. BACK
TO WHERE YOU
BELONG...
BACK TO THE
VULTURE!!



AH, I LOVE THE SMELL OF FRESH BLOOD IN THE MORNING... OR THE AFTERNOON... OR THE EVENING FOR THAT MATTER.

IT WHETTS THE APPETITE.

AND I'M GLAD TO SEE YOU STILL ENJOY THE FINER THINGS IN LIFE, TOO, DEAR WULFF!

RONA HAD HER DOUBTS, WHEN SHE DUPED YOU AND YOUR SIZE-SHIFTING FRIEND, UPROAR, INTO ATTENDING MY LITTLE REUNION--

—SHE THOUGHT THAT YOU HAD TURNED YOUR BACK ON YOUR OLD FAMILY FOR GOOD--

BUT I HAD FAITH IN YOU, WULFF... I'VE ALWAYS BELIEVED IN YOU WHEN NO ONE ELSE WOULD.

I'VE ALWAYS BEEN PROUD OF YOU.

NOW, FINISH WHAT YOU STARTED. RECLAIM YOUR RIGHTFUL PLACE AS MY ENFORCER!

BUTCHER TRASH UTTERLY AND COMPLETELY... PROVE YOURSELF TO ME ONCE AND FOR ALL.

YOU SERIOUSLY MEAN FOR WULFF TO KILL HIM?

BUT, BOSS... TRASH ■ ONE OF US... ONE OF THE BOYZ.

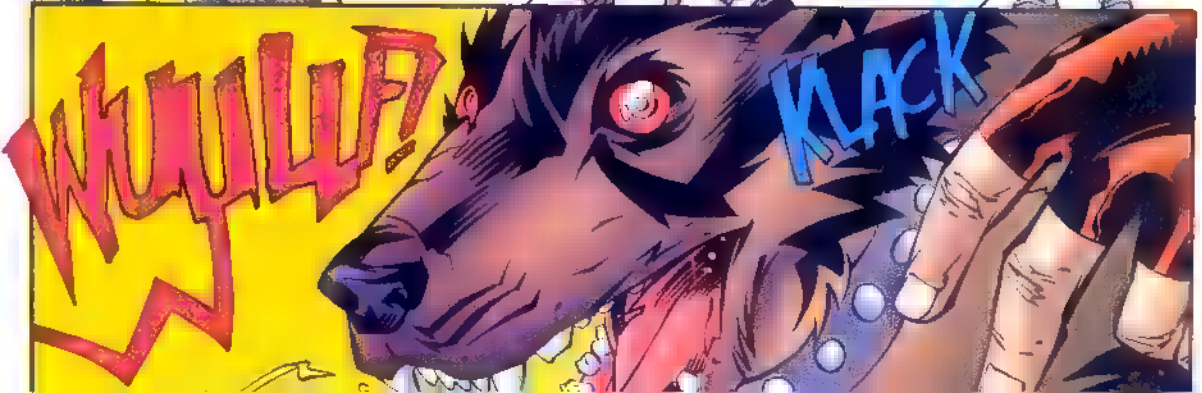
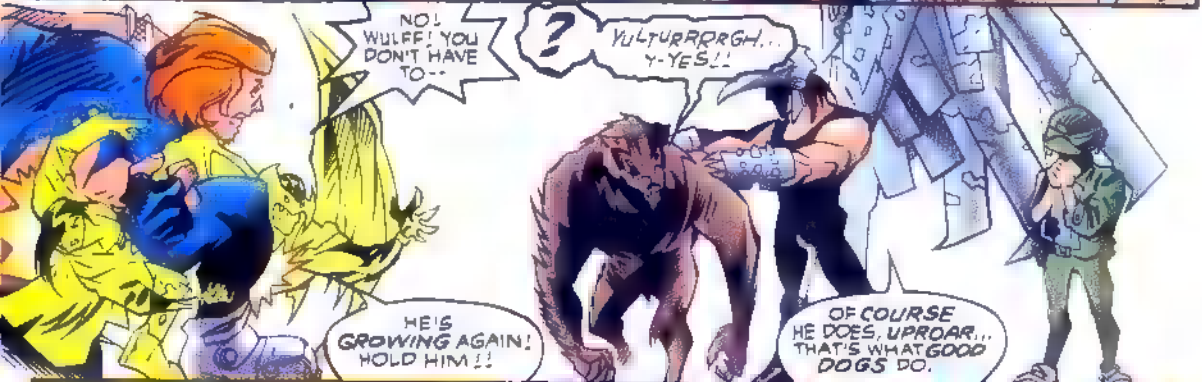
--'CAUSE I'M THE ONLY ONE WHO CAN GET THROUGH TO WULFF!

I HOPE...

NEWSNET FOR DORIAN AND SHIV: YOUR BOSS DOESN'T GIVE A SHIRT ABOUT ANY OF YOU!

YOU'RE JUST WARM BODIES TO HIM! YOU WANNA SAVE YOUR BOY, LET ME GO--

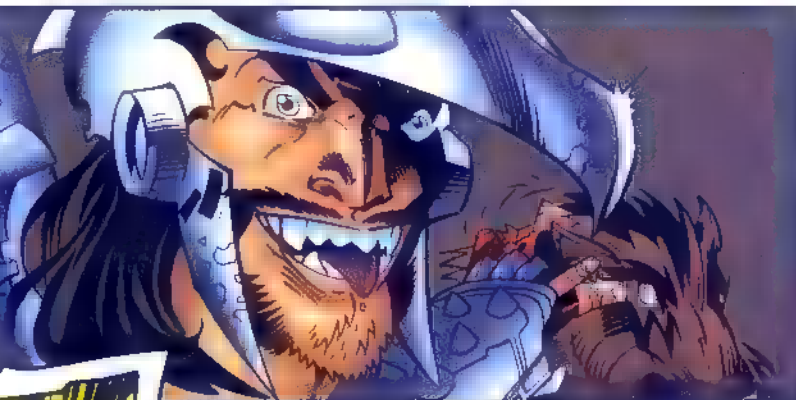
WULFF-- DON'T GRAB HIS LINE-- YOU'RE NOT ALONE IN THIS... I BELIEVE IN YOU, TOO, BOY...



THE BOY YOU KNEW IS DEAD.
UPROAR. ONLY THE BEAST
REMAINS... PERIOD.

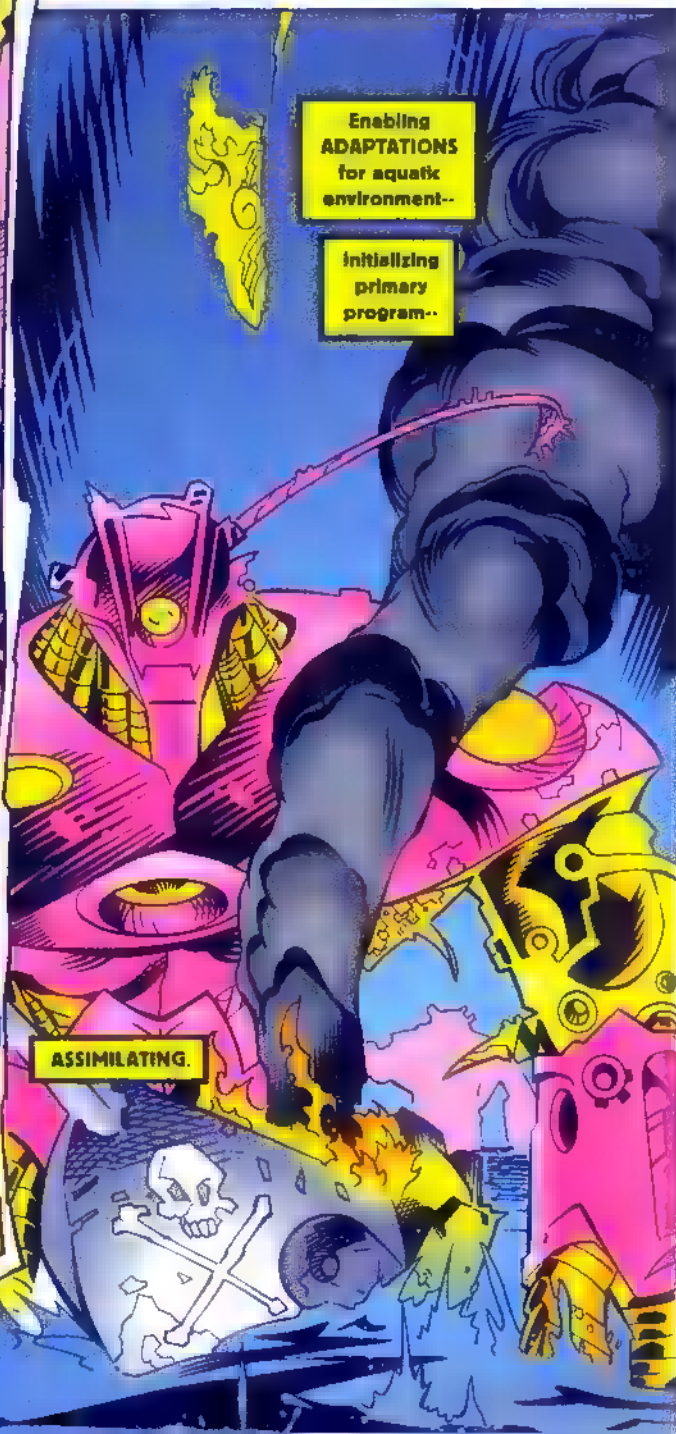
NOW THAT I'VE GOT
BACK WHAT'S MINE,
ON TO BIGGER AND
BETTER PROJECTS
LIKE --

--YOUR
DEATH!



SNOCK
ALMIGHTY! WHAT'S
HAPPENING?!

Node 1100101:
Establishing
terran contact--



Enabling
ADAPTATIONS
for aquatic
environment--

initializing
primary
program--

ASSIMILATING.

Assimilating.

SKKKE THIS IS
THE CAPTAIN!
CHKE EVERYONE
ABANDON SHIP!

Assimilating.

CHKE ABANDON--
AIGHH!!

Assimilating.

TO ME,
WILD BOYZ!
LEAVE TRASH
HERE!

YOU GO
NOWHERE
WITH WULFF,
PSYCHO!

VID THIS, BOSS-MAN!
THE WILD BOYZ TAKE
CARE OF THEIR OWN!
YOU TRIED TO PUNK
ON TRASH--

--NOW WE GIVE YOU
YOUR PROPS!

CONSIDER
US OFFICIALLY
FREELANCE.

DROP THE LEASH,
VULTURE, BEFORE I USE IT TO
CHOKE THE LIFE OUTTA YOU!

YOU IDIOT! LET
ME GO! DORIAN'S HURLED
A CHARGE RIGHT AT--

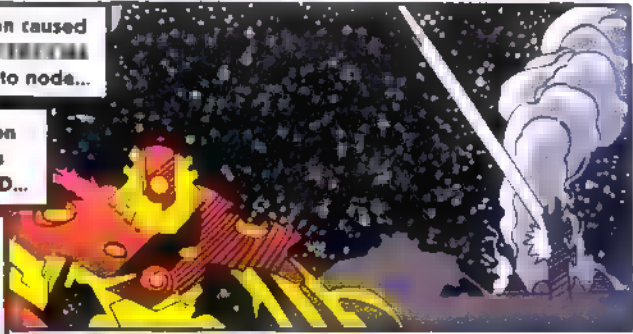
KABLAAM!

LATER...

Explosion caused only [REDACTED] damage to node...

Assimilation continues UNIMPEDED...

...WITHOUT [REDACTED] signs [REDACTED] human [REDACTED]



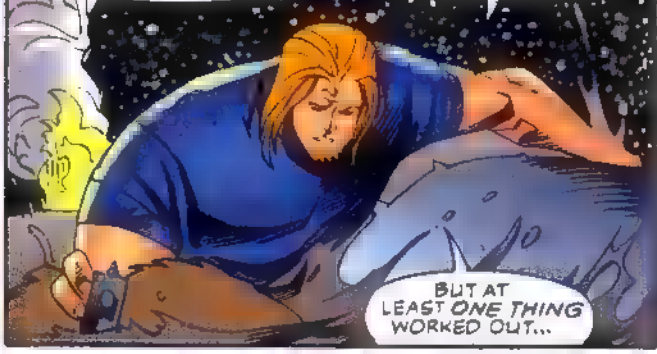
FWAP!

GASP!



NEVER SHOULD'VE CUT OUT OF SWIMMING CLASS. BARELY MADE IT AWAY FROM THE WRECK... EVERYONE... GONE.

MISSED MY SHOT ON THE VULTURE... HE SNAGGED FIONA AND BOLTED... THE WILD BOYZ TOOK OFF... I OWE THEM, TOO, FOR ALL THIS...



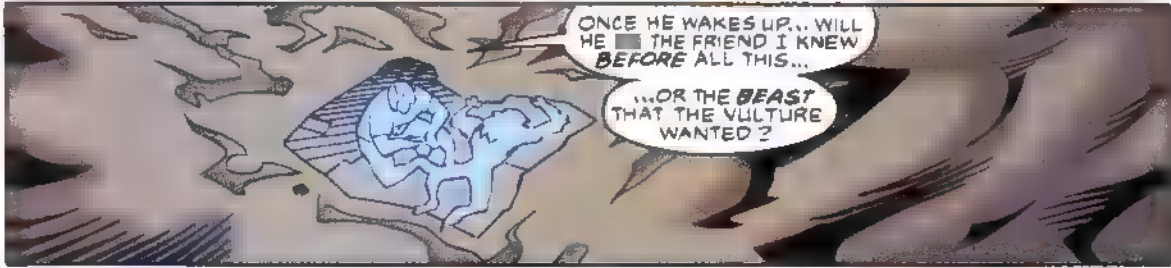
BUT AT LEAST ONE THING WORKED OUT...



I GOT MY BUD BACK...

FWUMP

OF COURSE...



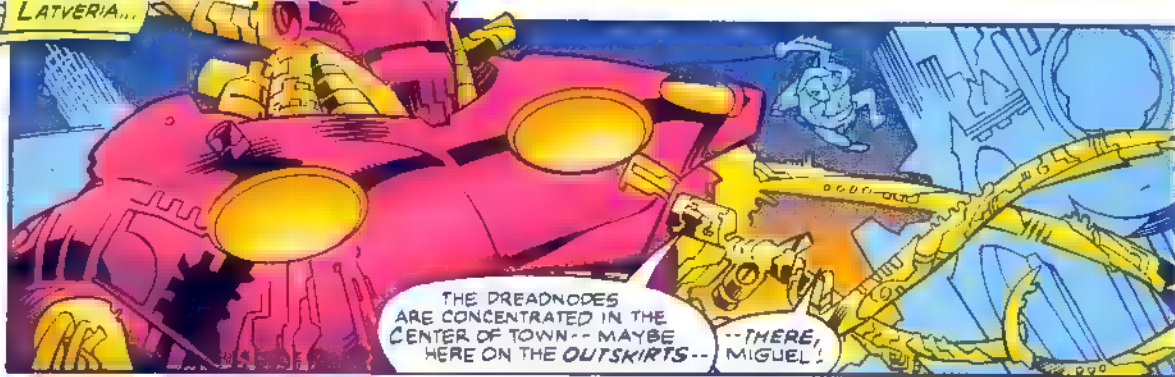
ONCE HE WAKES UP... WILL HE [REDACTED] THE FRIEND I KNEW BEFORE ALL THIS...

...OR THE BEAST THAT THE VULTURE WANTED?



AND IF HE IS... DO I HAVE WHAT IT TAKES TO SAVE HIM?

LATVERIA...



THE DREADNODES
ARE CONCENTRATED IN THE
CENTER OF TOWN-- MAYBE
HERE ON THE OUTSKIRTS--
--THERE, MIGUEL!



IS THIS SUPPOSED TO
BE A CHURCH?

SHEESH! REMIND ME TO BRING
THIS UP THE NEXT TIME DOOM GETS
OFFENDED WHEN I CALL HIM A
MEGALOMANIAC!

I MEAN, WHAT'S
NEXT? HANDING OUT FLOWERS
AND PAMPHLETS AT THE
SPACEPORT?

POPE DOOM?

I TAKE IT THAT YOU'RE BABBLING
BECAUSE YOU'RE SCARED AND NOT
BECAUSE YOU SUFFERED MAJOR
BRAIN DAMAGE DURING THE
BATTLE--

Uh... SOMETHING LIKE THAT.
JUST TRYING TO MAKE LIGHT...

YOU COULDN'T MAKE
LIGHT OF THIS
SITUATION WITH TEN
MILLION SUNS,
MIG...

WE COME UP WITH AN AMAZING PLAN THAT SAVES
THE DAY! DIDN'T YOU READ THE SCRIPT? THAT'S
WHAT HEROES DO...

FIRST
WE... WE...

WELL...?

SHOCK. WHERE'S
REED RICHARDS
WHEN YOU NEED
HIM?

DEAD.



WHAT ARE
WE GOING TO DO?



BESIDES, WE DON'T NEED HIM. I KNOW WHAT WE HAVE TO DO.

WHILE YOU WERE FIGHTING THE PHALANX, I WAS ANALYZING THE STRUCTURE OF THE TERRA-FORMING MACHINE--

AND AS FAR AS I CAN TELL, THERE IS A WAY TO STOP THE PHALANX, PROVIDED WE CAN GET CLOSE ENOUGH.

SOUNDS EASY... SOUNDS FAMILIAR, WHAT'S YOUR ANGLE?

ACTUALLY, YOU STUMBLED ONTO IT, MIG. THEIR GREATEST ASSET IS ALSO THEIR WEAK LINK.

TAKE OUT THE SCOUT.

NOSTROMO?

FIRST OFF, HE'S AT THE CENTER OF THE PHALANX STRONGHOLD!

SECOND I ALREADY TRIED TO RESCUE HIM AND IT DIDN'T WORK-- WERENT YOU PAYING ATTENTION?

I'M NOT TALKING ABOUT A RESCUE MISSION, MIGUEL.

WE NEED TO RENDER THE SCOUT INOPERATIONAL.

PERMANENTLY SO.

INOPERATIONAL? XINA, HE'S JUST A KID--

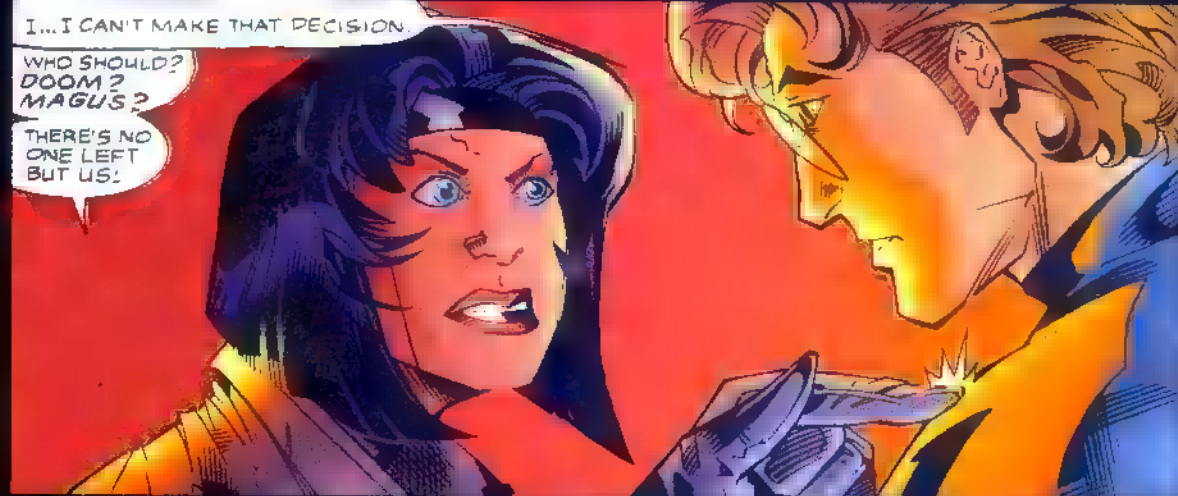
NOT ANYMORE, HE'S A TOOL OF THE PHALANX. IF WE DON'T TAKE HIM AWAY FROM THEM, EVERYONE DIES-- EVERYONE.

IS ONE BROKEN INDIVIDUAL WORTH ALL OF THOSE LIVES?

I... I CAN'T MAKE THAT DECISION

WHO SHOULD?
DOOM?
MAGUS?

THERE'S NO
ONE LEFT
BUT US!



IF I HAD THE POWER TO DO
IT MYSELF, I WOULD TAKE
THE RESPONSIBILITY, BUT
I DON'T!

YOU DO!

THERE'S
GOT TO BE
ANOTHER WAY...
THERE'S GOT
TO BE...

I HAVE TO
THINK--

THINK FAST,
O'HARA, WHILE
THERE'S STILL A
WORLD LEFT
TO SAVE.

XINA'S GONE
SO COLD SO
FAST... BUT
IS SHE
RIGHT?



I HAVE THE POWER.
BUT WHAT IS MY
RESPONSIBILITY?



GOD
FORGIVE
ME...

NOSTROMD,
FORGIVE ME



THE CHAMBER
BENEATH CASTLE
DOOM.

IF THERE WERE A
SENSE OF HONOR
AMONG THESE
COLD CONSTRUCTS--

-- WINN/PHALANX WOULD
MOST CERTAINLY BE
CONSIDERED THE HERO OF
THE HOUR FOR DELIVERING
THE SCOUT.

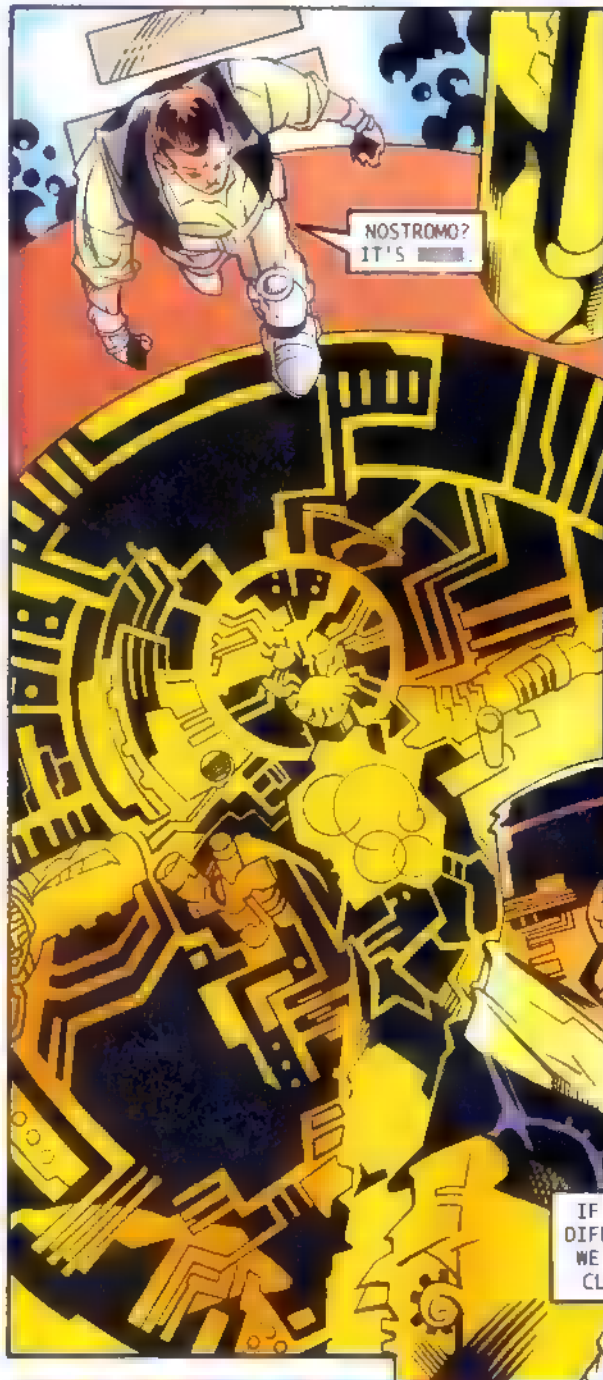
YET, AS THE TECHNO-ORGANIC
CHAMPION STRIDES TOWARD
THE REALIZATION OF HIS
LIFE'S WORK--

-- HE DOES NOT FEEL
JOY OR SATISFACTION
AT HIS ACCOMPLISHMENT.

HOWEVER, MAKE
NO MISTAKE--

NOSTROMO?

-- THIS BEING
DOES FEEL.



NOSTROMO?
IT'S [REDACTED]

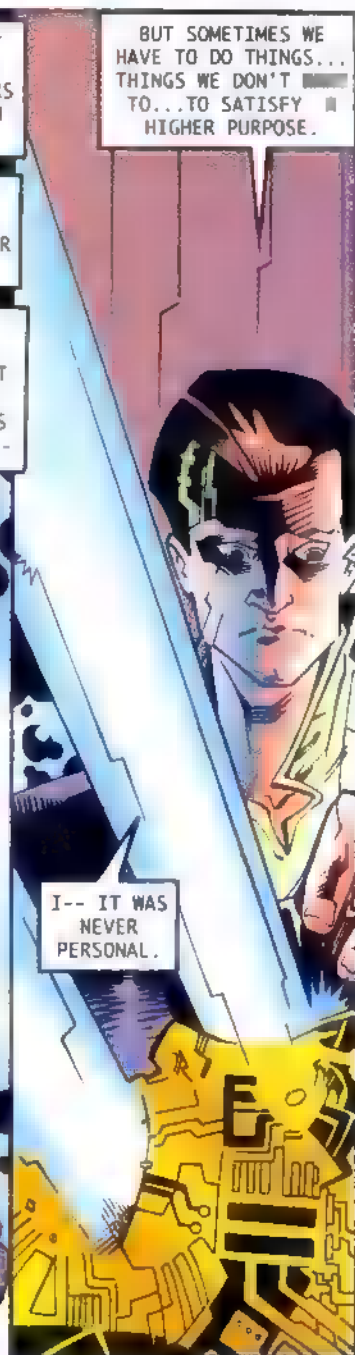
LOOK... I DON'T
HAVE MUCH TIME
BEFORE THE OTHERS
WONDER WHAT I'M
DOING--

--AND, FRANKLY,
I'M NOT SURE IF
YOU CAN EVEN HEAR
ME OR NOT--

--BUT I JUST
WANTED TO TELL
YOU... THE SCOUT
COULD HAVE BEEN
ANYONE. THIS WAS
NEVER PERSONAL--

IF THINGS HAD BEEN
DIFFERENT... I THINK
WE WOULD HAVE BEEN
CLOSE, YOU AND I.

[REDACTED]
REAL FRIENDS.



BUT SOMETIMES WE
HAVE TO DO THINGS...
THINGS WE DON'T [REDACTED]
TO...TO SATISFY
HIGHER PURPOSE.

I-- IT WAS
NEVER
PERSONAL.



THAT'S ALL.
JUST WANTED
YOU TO [REDACTED].

MARS...

HERE, IN THE
STRONGHOLD
OF THE RED
PLANET'S SOLE-
SURVIVING
INDIGENOUS
RACE--KNOWN
AS "THE
TAKERS"...

...ALCHEMAX'S
ARES COLONY
SETTLER AND
GENETICIST--
DR. ANGELIQUE
ISAACS...

...IS ABOUT TO
MAKE A RATHER
DISTURBING
DISCOVERY

I--I DON'T
B-BELIEVE IT.

MY "CHILDREN"--
THE CLONES I
CREATED...

...THEY'RE HERE!
THEY'RE ALL
HERE!

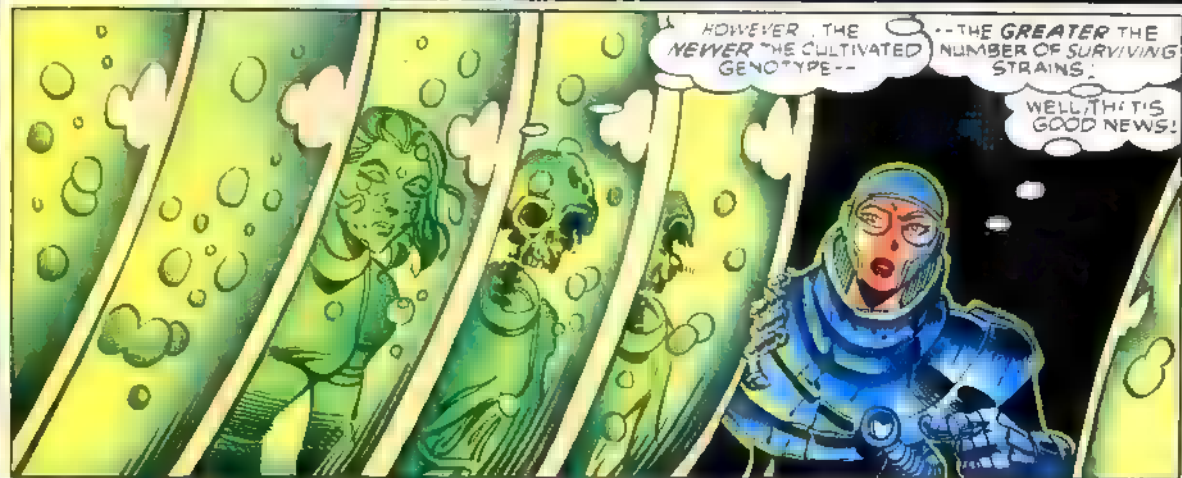
THEN, THE
TAKERS DIDN'T
KILL THEM
AFTER ALL!

NOW I
UNDERSTAND:
BECAUSE THEY
WEREN'T
TECHNOLOGICALLY
LITERATE--

--THE TAKERS
NEEDED THE CLONES'
HELP IN OPERATING
THE TERRAFORMING
EQUIPMENT THEY
STOLE FROM US.

THOUGH
JUDGING BY THIS
CELLULAR DECAY--

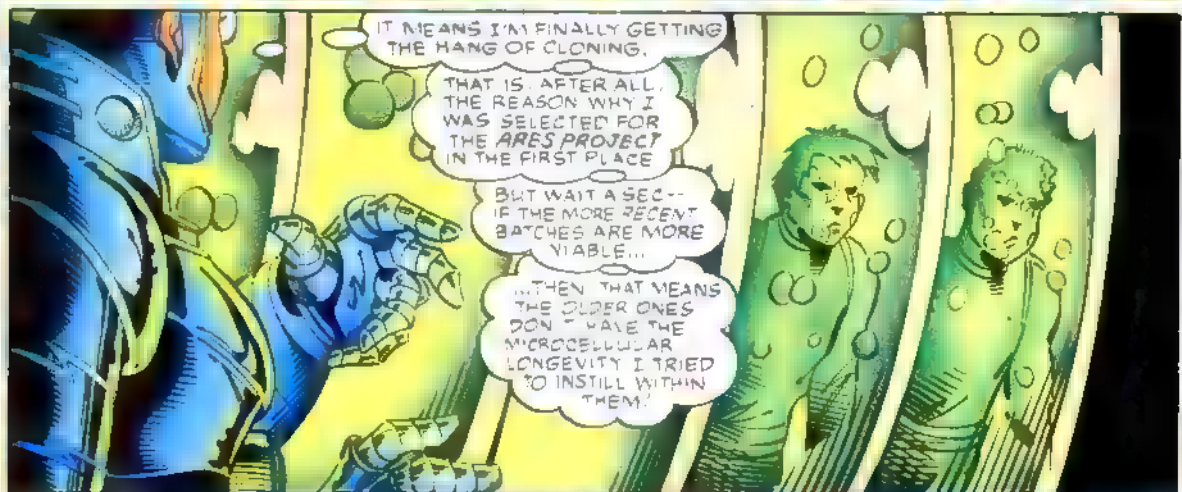
--MOST OF THEM WOULDN'T
HAVE SURVIVED LONG ENOUGH TO BE OF
ANY USE TO OUR MARTIAN NEIGHBORS.



HOWEVER, THE
NEWER THE CULTIVATED
GENOTYPE--

--THE GREATER THE
NUMBER OF SURVIVING
STRAINS.

WELL, THAT'S
GOOD NEWS!



IT MEANS I'M FINALLY GETTING
THE HANG OF CLONING.

THAT IS AFTER ALL,
THE REASON WHY I
WAS SELECTED FOR
THE ARES PROJECT
IN THE FIRST PLACE

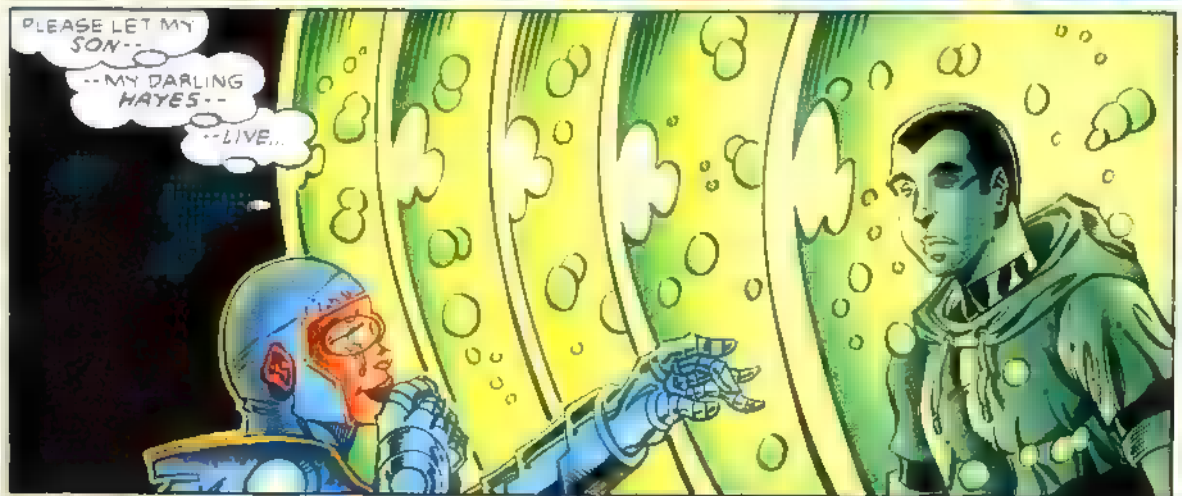
BUT WAIT A SEC--
IF THE MORE RECENT
BATCHES ARE MORE
VIABLE...

...THEN THAT MEANS
THE OLDER ONES
DON'T HAVE THE
MICROCELLULAR
LONGEVITY I TRIED
TO INSTILL WITHIN
THEM!



OH, DEAR
GOD--NO!

PLEASE DON'T
LET THE ORIGINAL
STRAIN BE
EXTINCT!



PLEASE LET MY
SON--

--MY DARLING
HAYES--

--LIVE--

ELSEWHERE IN THE
TAKERS' STRONGHOLD...

... A CERTAIN PAIR OF
YOUNG LOVERS ARE
ABOUT TO MAKE A
DISCOVERY OF
THEIR OWN.

YOU'RE
INSANE! DO YOU
KNOW THAT???

STARK RAVIN'
GLITCHED!

THOSE ALIENS
YOU THINK ARE YOUR
"FRIENDS" --

-- ARE PLAYIN' YOU
LIKE A CHEAP HOLO-
VID, TWILIGHT!

WHEN DID
YOU GET SO
NAIVE?

ARE
YOU FINISHED,
SMITH?

YEAH,
I'M FINISHED

FINALLY!

HEY!
LEMMIE
GO!

OKAY... OKAY. I'M CHILLIN'.

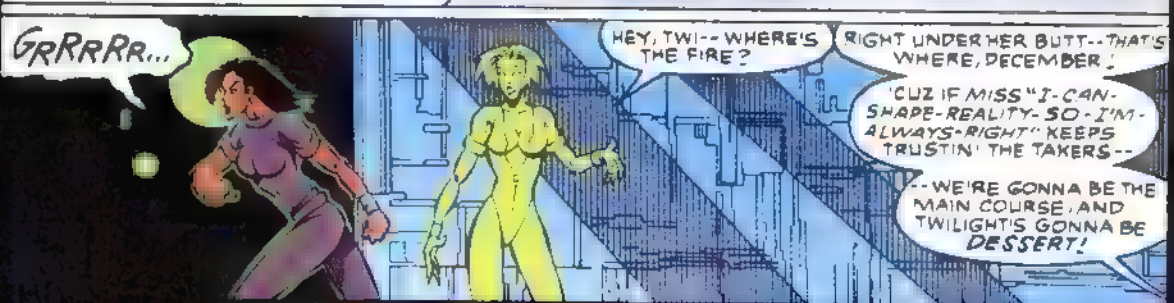
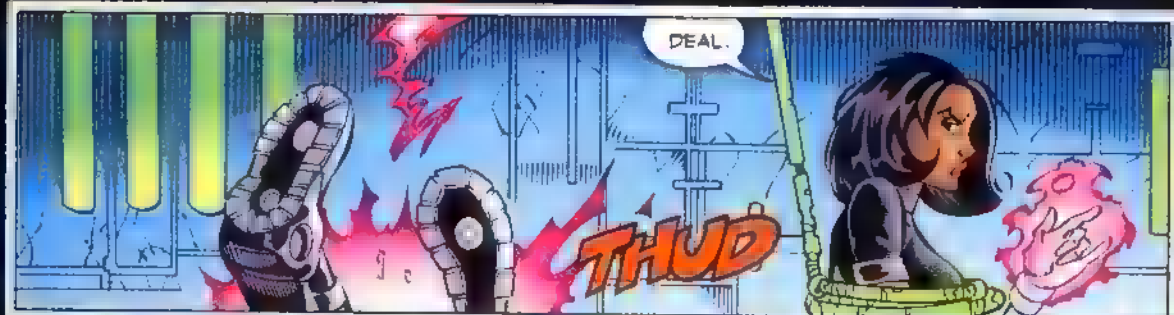
WHAT THE -- ??

LEMMIE GO,
YOU METALLURGICAL
MORON!

-- NOT!

NO!

NOT UNTIL
YOU CHILL THE
SHOCK OUT AND
EIGHTY-SIX YOUR
"SPHERE OF
INFLUENCE"!

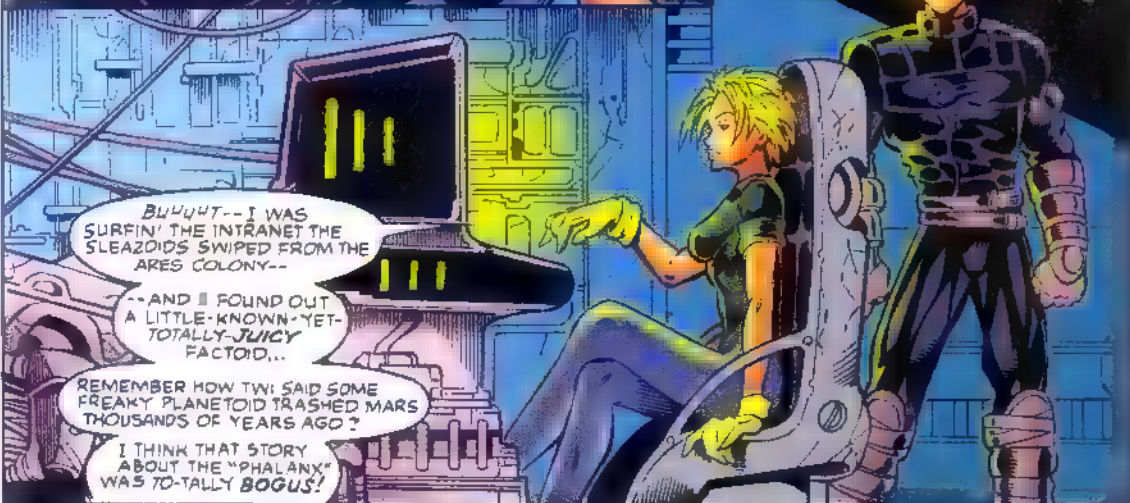


I BET YOU'D TASTE SIMPLY
DE-LISH, SMITH.

Uhh... THANKS, D.
I THINK...

SO...
YOU FIGURED OUT HOW
TO "PHONE HOME" TO
EARTH?

I WISH. AIN'T
GETTIN' NOTHIN' ON
THE OTHER END 'CEPT
STATIC.



BLUUUT-- I WAS
SURFIN' THE INTRANET THE
SLEAZOIDS SWIPED FROM THE
ARES COLONY--

--AND I FOUND OUT
A LITTLE KNOWN-YET-
TOTALLY JUICY
FACTOID...

REMEMBER HOW TWI SAID SOME
FREAKY PLANETOID TRASHED MARS
THOUSANDS OF YEARS AGO?

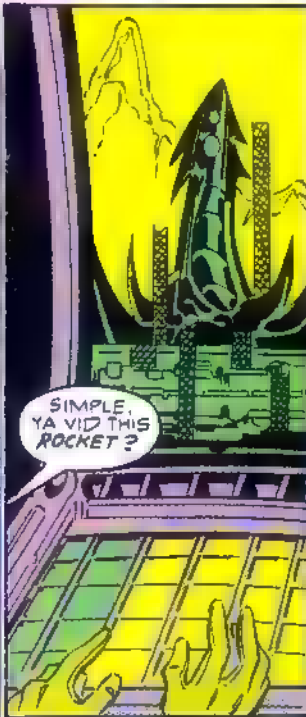
I THINK THAT STORY
ABOUT THE "PHALANX"
WAS TO-TALLY BOGUS!

OH, COME ON -- WHY WOULD TWILIGHT
LIE TO US? WE'RE HER FRIENDS!

NOT SAYIN'
SHE LIED
TO US--

--I'M SAYIN'
THEY LIED
TO HER!

AND HOW
DO YOU PLAN
ON PROVIN'
THAT??



SIMPLE.
YA VID THIS
ROCKET?

YEAH, SO? IT'S A ROCKET.
BIG DEAL.

RIDDLE ME THIS,
SMITH: IF THE
TAKERS ARE SO
DEVOTED TO
THEIR HOME
TURF--

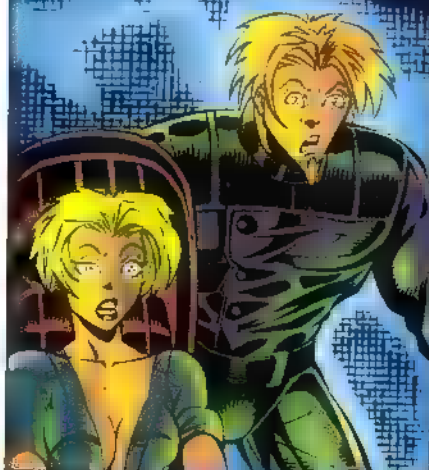
--THEN WHY
THE SHOCK DID
THEY STEAL
ARES COLONY
TECH AND
BUILD A
SPACESHIP???



THAT'S A REAL POSER.

I THINK THEY'RE
ON THEIR WAY TO RENDEZVOUS
WITH THE "MOTHER
SHIP"...

-- WHICH JUST SO
HAPPENS TO BE THE
SAME THING THAT
STARTED THE FLOODING
AND WASTED THE
EARTH.



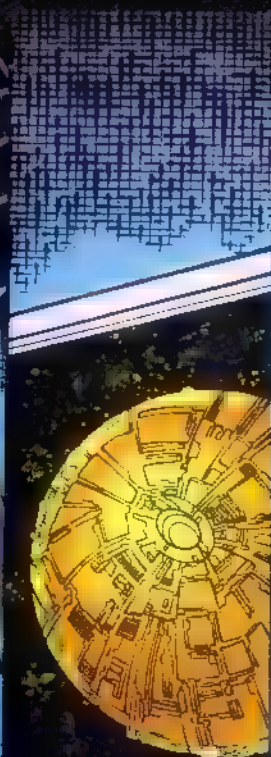
OH, COME ON YOU
DON'T HONESTLY
BELIEVE THAT'S
WHAT'S GOIN'
DOWN, DO YOU?

STRANGER THINGS
HAVE HAPPENED,
DUDE!

SO, YOU'RE SAYING
THAT PLANETOID IS REALLY
A WEAPON THAT THE TAKERS
CREATED--

SO THEY COULD
PREVENT OTHER RACES
FROM INVADING
MARS--

-- BY DESTROYING
THEM BEFORE THEY EVEN
HAD THE CHANCE TO
LEAVE THEIR OWN
PLANETS!

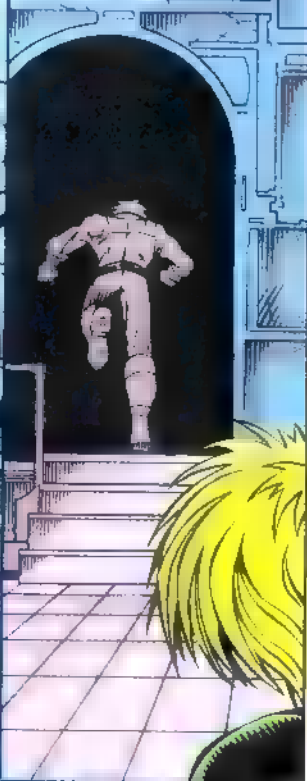


WAIT! WHERE ARE YOU
GOING ???

IF YOU'RE RIGHT,
THEN THEY MIGHT
BE TAKIN' OFF
FOR THAT "DEATH
STAR" RIGHT NOW!

AND IF THAT'S
TRUE, THEN NOT
ONLY IS THE
EARTH DEEP IN
YOU-KNOW-
WHAT--

-- BUT
TWILIGHT'S
GONNA
HELP 'EM!!!



OUTSIDE, THE TAKERS
WORK DILIGENTLY TO
ENSURE THAT THEIR
NEWLY-CREATED CRAFT
IS SPACEWORTHY.

AIDED BY TWILIGHT'S
MUTANT ABILITY TO
SHAPE REALITY TO
HER WHIM...

AND SHE...

...IS THAT MUCH CLOSER
TO MAKING PEACE WITH
HER OWN DEMONS.

I'VE NEVER
FELT LIKE THIS
IMPORTANT BEFORE.
FOR THE FIRST TIME
IN MY LIFE--

--I'M ACTUALLY
DOING SOMETHING
FOR SOMEONE BESIDE
MYSELF.

JUST LIKE
CLARION DID
FOR ME--*

--AND HOW
MUCH IT
MEANS TO
ME...

KINDA
BUSY NOW,
SMITH.

TWI?

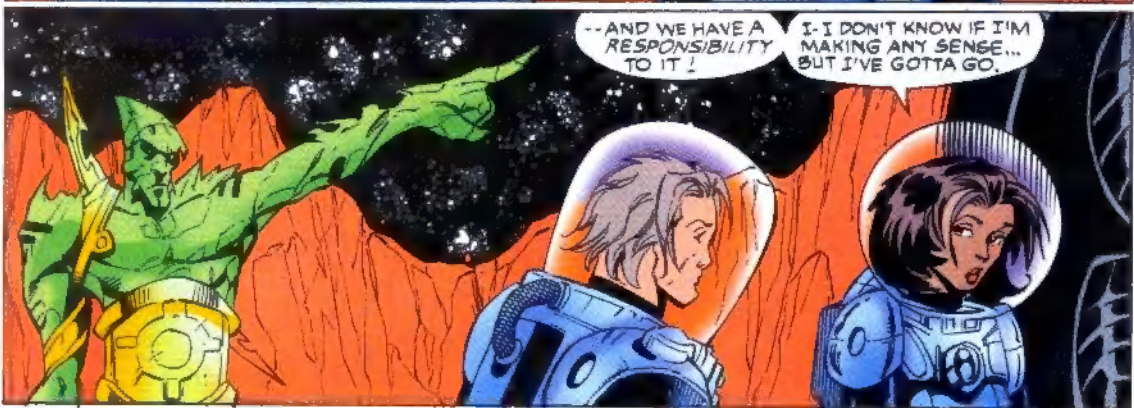
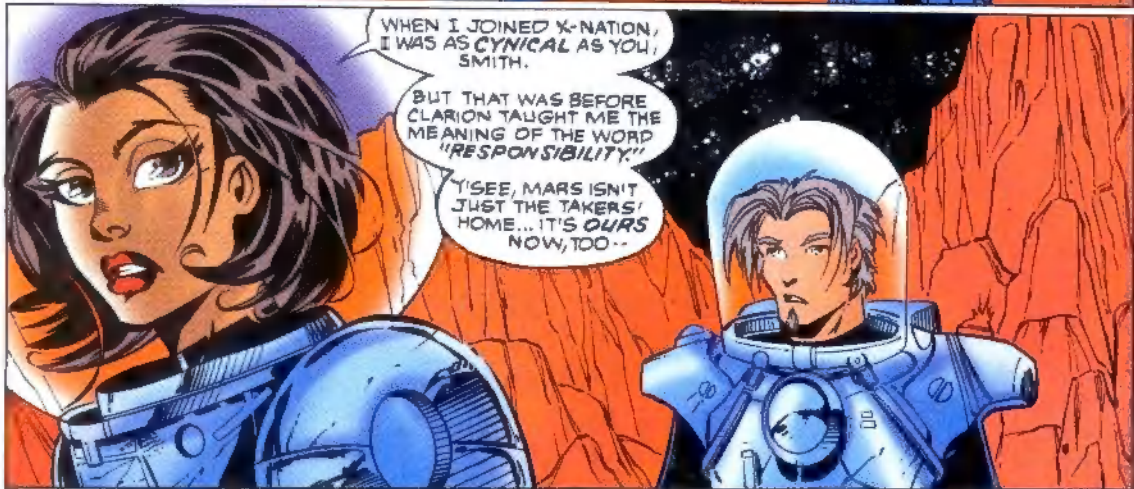
CAN I
TALK TO YOU
FOR A SEC?

THEN
DON'T TALK--
JUST HEAR ME
OUT...

...THEY ARE THAT
MUCH CLOSER TO
THEIR FINAL
OBJECTIVE:
REVENGE.

*CLARION SACRIFICED
HIS LIFE FOR TWILIGHT
IN X-NATION #2.

--II Professor.



I OWE THIS TO ALL THE
PEOPLE WHO EVER
LOOKED OUT FOR ME.

HAYES... THE
SISTERHOOD...
AND MOST
IMPORTANTLY--

--I OWE IT TO
MYSELF!

SO THAT'S IT?
YOU'RE JUST
TAKING OFF INTO
SPACE--

TRY TO
THINK OF IT MORE
LIKE "SEE YA AROUND,"
KAY?

I'LL BE HOME
REAL SOON,

I HOPE.

--AND THIS IS
GOOD-BYE?

SHE'S NERVOUS--
I CAN HEAR IT
IN HER VOICE.

I CAN'T LET HER
GO UP THERE WITH
THOSE THINGS BY
HERSELF...

TWILIGHT--
WAIT!

YOU'RE NOT THE
ONLY ONE WHO'S GOT A
PERSONAL DEBT
TO REPAY!

10...9...8...

I HOPE SMITH'S
GOT A PLAN TO STOP THAT
SHIP, 'CUZ THE COUNTDOWN'S
ALREADY IN FULL EFFECT--

--AND I SURE
AS SHOCK CAN'T
ABORT IT ON THIS
END!

7...6...5...4...

HEL-LOOO!
WHAT'S THE
DEAL?

C'MON, SMITH--
QUIT FOOLIN'
AROUND AND
BLOW THAT
JOINT!

3...2...1...

...IGNITION!

OHMIGOD...
OHMIGOD...
OHMIGOD...

NEXT ISSUE: THE BATTLE FOR
PLANET EARTH CONCLUDES!!!!